

RECORDATION NO. 27465 FILED

APR 18 '08 -4 15 PM

SURFACE TRANSPORTATION BOARD

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ELIAS C. ALVORD (1942)  
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OF COUNSEL  
URBAN A. LESTER

April 18, 2008

Ms. Anne K. Quinlan, Esq.  
Acting Secretary  
Surface Transportation Board  
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Master Loan and Security Agreement, dated as of April 18, 2008, a primary document as defined in the Board's Rules for the Recordation of Documents.

The named and addresses of the parties to the enclosed document are:

Lender: Trinity Industries Leasing Company  
2525 Stemmons Freeway  
Dallas, TX 75207

Borrower: Interstate Asphalt Corp.  
1041 S.E. 17<sup>th</sup> Street, Ste. 300  
Fort Lauderdale, FL 33316

Ms. Anne K. Quinlan, Esq.  
April 18, 2008  
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A description of the railroad equipment covered by the enclosed document is:

20 tank cars: PTRX 121 - PTRX 140.

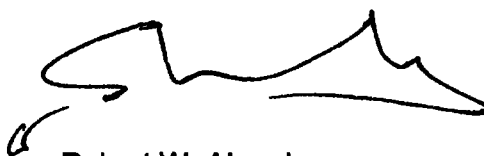
A short summary of the document to appear in the index is:

Memorandum of Master Loan and Security Agreement.

Also enclosed is a check in the amount of \$35.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'Robert W. Alvord', with a stylized, flowing script.

Robert W. Alvord

RWA/sem  
Enclosures

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## MEMORANDUM OF MASTER LOAN AND SECURITY AGREEMENT

SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF MASTER LOAN AND SECURITY AGREEMENT (the "Memorandum"), dated as of April 18, 2008, is made by and between Trinity Industries Leasing Company, with offices located at 2525 Stemmons Freeway, Dallas, TX 75207 ("Lender") and Interstate Asphalt Corp., with offices located at 1041 S.E. 17<sup>th</sup> Street, Ste. 300, Fort Lauderdale, FL 33316 ("Borrower"). The parties hereto for good and valuable consideration hereby state the following:

1. Borrower and Lender are parties to that certain Master Loan and Security Agreement dated as of April 18, 2008 (the "Loan Agreement") (capitalized terms used herein and not otherwise defined shall have the meaning given in the Loan Agreement), whereby Lender agrees to advance to Borrower certain funds to facilitate the purchase of the railcars more specifically identified on Exhibit A attached hereto and made a part hereof (the "Railcars").

2. Borrower's obligations under the Loan Agreement and other loan documents are evidenced by and payable in accordance with the Loan Agreement.

3. Pursuant to the terms of the Loan Agreement and to secure the payment and performance of any and all of Borrower's obligations to Lender, Borrower granted to Lender a first priority security interest in the Railcars, together with all accessories, accessions, attachments thereto, whether now owned or hereafter acquired, and all substitutions, renewals, replacements and improvements and all proceeds of the foregoing.

IN WITNESS WHEREOF, the parties have caused this Memorandum to be executed as of the date first above written.

INTERSTATE ASPHALT CORP.,  
Borrower

By: Peter L. Duff  
Title: V.P. Finance

TRINITY INDUSTRIES LEASING COMPANY  
Lender

By: [Signature]  
Title: Vice President

STATE OF Florida )  
 )ss  
COUNTY OF Broward )

On this 18 day of April, 2008, before me personally appears \_\_\_\_\_, to me personally known, who being by me duly sworn, says that he/she is a \_\_\_\_\_ of INTERSTATE ASPHALT CORP., that the foregoing instrument was signed on behalf of said association, and she acknowledged that the execution of the foregoing instrument was her free act and deed.

NOTARY PUBLIC-STATE OF FLORIDA  
Winnie Yu  
Commission #DD600599  
Expires: OCT. 01, 2010  
BONDED THRU ATLANTIC BONDING CO., INC.

Winnie Yu.  
NOTARY PUBLIC

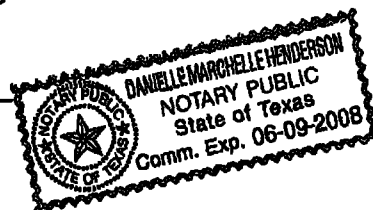
My commission expires: Oct 1, 2010

STATE OF )  
 )ss  
COUNTY OF )

On this 18<sup>th</sup> day of April, 2008, before me personally appears Eric Marchetto, to me personally known, who being by me duly sworn, says that he/she is a Sr. Vice President of TRINITY INDUSTRIES LEASING COMPANY, that the foregoing instrument was signed on behalf of said association, and she acknowledged that the execution of the foregoing instrument was her free act and deed.

Danielle Henderson  
NOTARY PUBLIC

My commission expires: 6/9/08



STATE OF Florida

COUNTY OF Broward

On this 11 day of April, 2008, before me personally appears PATRY L. WATKINS to me personally known, who being by me duly sworn, says that he/she is an OFFICER of INTERSTATE ASPHALT CORP., that the foregoing instrument was signed on behalf of said association, and she acknowledged that the execution of the foregoing instrument was her free act and deed.

NOTARY PUBLIC, STATE OF FLORIDA  
Winnie Yu  
Commission #130601399  
Expires OCT 01, 2010  
104025 TOWN AND COUNTRY, FORT LAUDERDALE, FL, INC.

Winnie Yu  
NOTARY PUBLIC

My commission expires: Oct 1, 2010

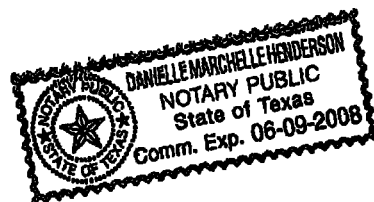
STATE OF

COUNTY OF

On this 18th day of April, 2008, before me personally appears ERIC MARCUITO to me personally known, who being by me duly sworn, says that he/she is a SE. VICE PRESIDENT of TRINITY INDUSTRIES LEASING COMPANY, that the foregoing instrument was signed on behalf of said association, and she acknowledged that the execution of the foregoing instrument was her free act and deed.

Danielle Henderson  
NOTARY PUBLIC

My commission expires: 6/9/08



**EXHIBIT A**

**Twenty (20) 25,330 gallon tank cars: PTRX 121 - PTRX 140 inclusive**

**CERTIFICATION**

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: 4/18/08



\_\_\_\_\_  
Robert W. Alvord